

POWER OF ATTORNEY FROM ASSIGNEE

Genetic Therapy, Inc., a corporation of Delaware, having a principal place of business at 938 Clopper Road, Gaithersburg, Maryland 20878, is assignee of the entire right, title and interest for the United States of America (as defined in 35 U.S.C. § 100), by reason of an Assignment to the Assignee executed on ✓ 7/25/97 of an invention known as Vectors for Tissue-Specific Replication (Attorney Docket No. 1136.0020002/JAG/ARB), which is disclosed and claimed in a patent application of the same title by the inventors Paul L. Hallenbeck, Yung-Nien Chang, and Yawen L. Chiang (said application filed on May 28, 1997 at the U.S. Patent and Trademark Office, having Application Number 08/849,117).

The Assignee hereby appoints the following U.S. attorneys to prosecute this application and any continuation, divisional, continuation-in-part, or reissue application thereof, and to transact all business in the U.S. Patent and Trademark Office connected therewith: Robert Greene Sterne, Registration No. 28,912; Edward J. Kessler, Registration No. 25,688; Jorge A. Goldstein, Registration No. 29,021; Samuel L. Fox, Registration No. 30,353; David K.S. Cornwell, Registration No. 31,944; Robert W. Esmond, Registration No. 32,893; Tracy-Gene G. Durkin, Registration No. 32,831; Michele A. Cimbala, Registration No. 33,851; Michael B. Ray, Registration No. 33,997; Robert E. Sokohl, Registration No. 36,013; Eric K. Steffe, Registration No. 36,688; and Andrea G. Reister, Registration No. 36,253. The Assignee hereby grants said attorneys the power to insert on this Power of Attorney any further identification that may be necessary or desirable in order to comply with the rules of the U.S. Patent and Trademark Office.

Send correspondence to:

Sterne, Kessler, Goldstein & Fox P.L.L.C.
1100 New York Avenue, N.W.
Suite 600
Washington, D.C. 20005-3934
U.S.A.

Direct phone calls to 202-371-2600.

FOR: Genetic Therapy, Inc.

SIGNATURE: ✓ Rachel Kelly

BY: ✓ Rachel K. King

TITLE: ✓ Chief Executive Officer

DATE: ✓ July 25, 1997

DUPLICATE

ASSIGNMENT

In consideration of the sum of One Dollar (\$1.00) or equivalent and other good and valuable consideration paid to each of the undersigned: Paul L. Hallenbeck, Yung-Nien Chang, and Yawen L. Chiang, the undersigned hereby sell and assign to Genetic Therapy, Inc. (the Assignee) their entire right, title and interest

check applicable box(es) for the United States of America (as defined in 35 U.S.C. § 100),
 and throughout the world,

in the invention(s) known as Vectors for Tissue-Specific Replication for which application(s) for patent in the United States of America has been executed by the undersigned on ✓ 7/25/97 (also known as United States Application No. 08/849,117, filed May 28, 1997), in any and all applications thereon, in any and all Letters Patent(s) therefor, and in any and all reissues, extensions, renewals, reexaminations of such applications or Letters Patent(s) and divisional and continuation applications thereof, to the full end of the term or terms for which such Letters Patent(s) issue, such entire right, title and interest to be held and enjoyed by the above-named Assignee to the same extent as they would have been held and enjoyed by the undersigned had this assignment and sale not been made.

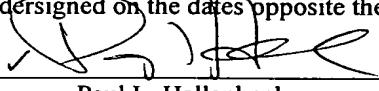
The undersigned agree to execute all papers necessary in connection with the application(s) and any continuing (continuation, divisional, or continuation-in-part), reissue, reexamination or corresponding application(s) thereof and also to execute separate assignments in connection with such applications as the Assignee may deem necessary or expedient.

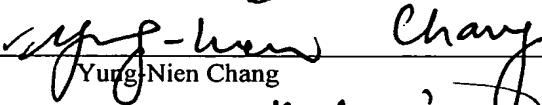
The undersigned agree to execute all papers necessary in connection with any interference that may be declared concerning the application(s) or any continuing (continuation, divisional, or continuation-in-part), reissue or reexamination application thereof and to cooperate with the Assignee in every way possible in obtaining evidence and going forward with such interference.

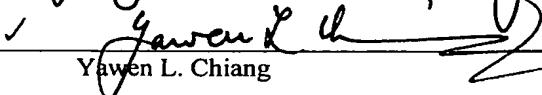
The undersigned hereby represent that the undersigned have full right to convey the entire interest herein assigned, and that the undersigned have not executed, and will not execute, any agreement in conflict therewith.

The undersigned hereby grant Robert Greene Sterne, Esquire, Registration No. 28,912; Edward J. Kessler, Esquire, Registration No. 25,688; Jorge A. Goldstein, Esquire, Registration No. 29,021; Samuel L. Fox, Esquire, Registration No. 30,353; David K.S. Cornwell, Esquire, Registration No. 31,944; Robert W. Esmond, Esquire, Registration No. 32,893; Tracy-Gene G. Durkin, Esquire, Registration No. 32,831; Michele A. Cimbala, Esquire, Registration No. 33,851; Michael B. Ray, Esquire, Registration No. 33,997; Robert E. Sokohl, Esquire, Registration No. 36,013; Eric K. Steffe, Esquire, Registration No. 36,688; and Andrea G. Reister, Esquire, Registration No. 36,253, of STERNE, KESSLER, GOLDSTEIN & FOX P.L.L.C., 1100 New York Avenue, N.W., Suite 600, Washington, D.C. 20005-3934, power to insert in this assignment any further identification that may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.

IN WITNESS WHEREOF, executed by the undersigned on the dates opposite their names.

Date: ✓ 7/25/97 Signature of Inventor: 
Paul L. Hallenbeck

Date: ✓ 7/25/97 Signature of Inventor: 
Yung-Nien Chang

Date: ✓ 7/25/97 Signature of Inventor: 
Yawen L. Chiang